

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AARON HOWARD, individually and on behalf of all others similarly situated,)	
)	Case No. 08-CV-2804 (RWS)
Plaintiff,)	
)	
v.)	
)	
THE BEAR STEARNS COMPANIES INC., THE BEAR STEARNS COMPANIES INC.)	
)	
EXECUTIVE COMMITTEE, JAMES E. CAYNE, ALAN D. SCHWARTZ, WARREN J. SPECTOR,)	
)	
SAMUEL L. MOLINARO, JR., ALAN C. GREENBERG and JOHN DOES 1-10,)	
)	
Defendants.)	

[additional captions follow]

**PLAINTIFFS AARON HOWARD'S AND SHELDEN GREENBERG'S
SUBMISSION REGARDING DEFENDANTS' RESPONSE TO
MOTIONS FOR CONSOLIDATION**

ESTELLE WEBER, individually, on behalf of the)	
Bear Stearns Companies Inc. Employee Stock)	
Ownership Plan, and all others similarly situated,)	Case No. 08-CV-2870 (RWS)
)	
Plaintiff,)	
)	
v.)	
)	
THE BEAR STEARNS COMPANIES, INC.,)	
CUSTODIAL TRUST COMPANY, JAMES)	
CAYNE, ALAN SCHWARTZ, WARREN)	
SPECTOR, SAMUEL MOLINARO, ALAN)	
GREENBERG, and JOHN DOES 1-20,)	
)	
Defendants.)	
)	
ANTHONY PISANO, individually and on behalf)	
of all others similarly situated.)	
)	Case No. 08-CV-3006 (UA)
Plaintiff,)	
)	
v.)	
)	
THE BEAR STEARNS COMPANIES, INC.,)	
JAMES E. CAYNE, ALAN D. SCHWARTZ,)	
WARREN J. SPECTOR, SAMUEL L.)	
MOLINARO, JR., ALAN C. GREENBERG, and)	
JOHN AND JANE DOES 1-20,)	
)	
Defendants.)	
)	
)	

DREW V. LOUNSBURY, Individually and On)
Behalf of All Others Similarly Situated,)
Plaintiff,)
vs.)
THE BEAR STEARNS COMPANIES INC.)
JAMES E. CAYNE; ALAN C. GREENBERG;)
ALAN D. SCHWARTZ; PAUL A. NOVELLY;)
FRANK T. NICHELL; FREDERIC V. SALERNO;)
VINCENT TESE; and JOHN AND JANE DOES 1-)
10,)
Defendants.)
SHELDEN GREENBERG, Individually and On)
Behalf of All Others Similarly Situated,)
Plaintiff,)
vs.)
THE BEAR STEARNS COMPANIES INC.)
JAMES E. CAYNE; ALAN C. GREENBERG;)
JEFFREY MAYER; SAMUEL L. MOLINARO,)
JR., ALAN D. SCHWARTZ; WARREN J.)
SPECTOR; and JOHN AND JANE DOES 1-10,)
Defendants.)
Case No. 08-CV-3326 (RWS)
Case No. 08-CV-3334 (RWS)

SCOTT WETTERSTEN, individually and on behalf of all others similarly situated,)	
)	Case No. 08-CV-3351 (RWS)
Plaintiff,)	
)	
vs.)	
)	
THE BEAR STEARNS COMPANIES INC.,)	
JAMES E. CAYNE, ALAN D. SCHWARTZ,)	
WARREN J. SPECTOR, SAMUEL L.)	
MOLINARO, ALAN C. GREENBERG, and JOHN)	
AND JANE DOES 1-10,)	
)	
Defendants.)	
<hr/>		
RITA RUSIN, individually and on behalf of all others similarly situated,)	
)	Case No. 08-CV-3441 (RWS)
Plaintiff,)	
)	
v.)	
)	
THE BEAR STEARNS COMPANIES, INC.,)	
JAMES E. CAYNE, ALAN D. SCHWARTZ,)	
WARREN J. SPECTOR, SAMUEL L.)	
MOLINARO, JR., ALAN C. GREENBERG, and)	
JOHN AND JANE DOES 1-20,)	
)	
Defendants.)	
<hr/>		
LAWRENCE FINK, individually and on behalf of all others similarly situated,)	
)	Case No. 08-CV-3602 (UA)
Plaintiff,)	
)	
v.)	
)	
THE BEAR STEARNS COMPANIES, INC.,)	
JAMES E. CAYNE, ALAN D. SCHWARTZ,)	
WARREN J. SPECTOR, SAMUEL L.)	
MOLINARO, JR., ALAN C. GREENBERG, and)	
JOHN AND JANE DOES 1-20,)	
)	
Defendants.)	

Plaintiffs Aaron Howard and Sheldon Greenberg (the “*Howard* Plaintiffs”), by counsel, respectfully present this submission regarding Defendants’ response to the Motions for Consolidation.

The *Howard* Plaintiffs and Defendants are largely in agreement, inasmuch as both parties concur that all of the “Bear Stearns ERISA Actions”¹ should be consolidated pursuant to Rule 42(a) of the Federal Rules of Civil Procedure, and that the parties should confer regarding the schedule for filing a consolidated complaint and Defendants’ response(s) thereto. However, there is one area of potential disagreement: The *Howard* Plaintiffs maintain that, in addition to the documents required to be produced pursuant to ERISA § 104(b), Defendants should produce such limited additional “core” ERISA documents needed to properly identify all appropriate defendants (“Core Documents”) prior to the filing of a consolidated complaint.² In their Response, Defendants resisted the *Howard* Plaintiffs’ request for the production of Core Documents and maintained that, pursuant to the temporary stay imposed by Rule 26(d) of the Federal Rules of Civil Procedure, all such production should await the completion of the parties’ conference pursuant to Rule 26(f).

¹ The ten Bear Stearns ERISA complaints are as follows: *Howard v. Bear Stearns Cos. Inc., et al.*, No. 08-2804 (S.D.N.Y. Mar. 17, 2008); *Weber v. Bear Stearns Cos. Inc., et al.*, No. 08-2870 (S.D.N.Y. Mar. 18, 2008); *Pisano v. Bear Stearns Cos. Inc., et al.*, No. 08-3006 (S.D.N.Y. Mar. 24, 2008); *Menos v. Bear Stearns Cos. Inc., et al.*, No. 08-3035 (S.D.N.Y. Mar. 25, 2008); *Gerwitz v. Bear Stearns Cos. Inc., et al.*, No. 08-3089 (S.D.N.Y. Mar. 26, 2008); *Lounsbury v. Bear Stearns Cos. Inc., et al.*, No. 08-3326 (S.D.N.Y. Apr. 3, 2008); *Greenberg v. Bear Stearns Cos. Inc., et al.*, No. 08-3334 (S.D.N.Y. Apr. 3, 2008); *Wettersten v. The Bear Stearns Cos. Inc., et al.*, No. 08-03351 (S.D.N.Y. Apr. 4, 2008); *Rusin v. The Bear Stearns Cos. Inc., et al.*, No. 08-cv-3441 (S.D.N.Y. Apr. 4, 2008); and *Fink v. The Bear Stearns Cos. Inc., et al.*, No. 08-3602 (S.D.N.Y. Apr. 15, 2008).

² Courts in numerous other ERISA breach of fiduciary duty cases have recognized the importance of properly naming parties in consolidated complaints, and have ordered defendants to produce Core Documents prior to the filing of a consolidated complaint. See paragraph 6 of attached Pretrial Order from *In re Visteon ERISA Litig.*, attached as Exhibit A hereto; paragraph 1 of attached Stipulation from *In re Marsh & McLennan ERISA Litig.*, attached as Exhibit B hereto; paragraph 18 of attached Order from *In re Polaroid ERISA Litig.*, attached as Exhibit C hereto; and paragraph 1 of the attached Stipulated Scheduling Order from the *In re Ford ERISA Litig.*, attached as Exhibit D hereto. Thus, counsel for the *Howard* Plaintiffs have sought such Core Documents in their [Proposed] Order Consolidating Related Actions and Appointing Interim Lead Plaintiffs and Interim Co-Lead and Liaison Counsel (“Proposed Order”).

In an effort to reach resolution of this issue without intervention by the Court, counsel for the *Howard* Plaintiffs has contacted counsel for The Bear Stearns Companies Inc. ("Bear Stearns"). At the time of this filing, counsel for Bear Stearns and the *Howard* Plaintiffs—with each fully reserving their respective rights—are attempting informally to reach agreement with respect to the provision of such Core Documents. Counsel for the *Howard* Plaintiffs is hopeful that these informal efforts will be productive. This effort is consistent with the *Howard* Plaintiffs' goal of ensuring efficient and effective prosecution of this action.

Dated: New York, New York
April 21, 2008.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on this date that a true and correct copy of the foregoing Plaintiffs Aaron Howard and Shelden Greenberg's Submission Regarding Defendants' Response to Motions for Consolidation was served on the following via the Court's ECF filing system.

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/s/

Milo Silberstein

EXHIBIT A

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

TROY SKILES, et al,

Plaintiffs,

v.

Case No. 05-71205

VISTEON CORP., et al

HONORABLE AVERN COHN

Defendants.

TIM OWENS, et al,

Plaintiffs,

v.

Case No. 05-72042

VISTEON CORP., et al,

HONORABLE AVERN COHN

Defendants.

ONIE MOORE, et al,

Plaintiffs,

v.

Case No. 05-72344

VISTEON CORP., et al,

HONORABLE AVERN COHN

Defendants.

PRETRIAL ORDER No. 1

The three captioned cases are each an action under ERISA brought by participants in Visteon's retirement plan generally claiming breach of fiduciary duties by defendants.

On July 1, 2005, the Court held a telephone conference with the parties. The following attorneys were on the call:

For plaintiffs:

Elwood Simon
Cyrus Mehri
Steve Wasinger
Joe Wells
Mark Gyandoh
Michael Lieder
Mark Amadeo
Elizabeth Leland
John Zuccarini
Lisa Bornstein

For defendants:

John Hartman
Michael Duffy
Scott Seabolt
Paul Ondrasik
Tom McNeil

This Order memorializes the Court's rulings at the conference.

1. Defendants' Motions to Transfer and Consolidate are DENIED.
2. Plaintiffs' Motion to Consolidate is GRANTED. The three cases are consolidated under case no. 05-71205 and shall be referred to collectively as In re Visteon Corp. ERISA Litigation.
3. If plaintiffs are unable to agree on the appointment of lead counsel within 2 weeks, the Court will entertain motions. A hearing on the motions will be held on Tuesday, July 26, 2005 at 2:00 pm.
4. Ten days following an agreement or decision on lead counsel plaintiffs shall file a consolidated amended complaint.
5. Defendants shall agree on the appointment of a liaison counsel on or before July 26, 2005.

6. The parties shall lodge the following with the Court on or before July 26, 2005:
 - a. A tabular list of defendants and their positions; if defendants can be grouped, list the groups
 - b. A tabular list of attorneys keyed, in the case of defendants, to the various defendants
 - c. A compendium of plan documents, indexed and tabbed with relevant portions highlighted. If the parties cannot agree on the relevant portions each party may highlight the relevant portions in different colors.
 - d. A chart of the management structure of the ERISA retirement plan(s).
 - e. A compendium of ERISA documents, including statutes, regulations, and other directives/documents, indexed and tabbed and appropriately highlighted
7. Following the receipt of the above, including the filing of a consolidated amended complaint, the Court will hold a status conference to consider the entry of a case management order.
8. The parties shall appear for a status conference on July 26, 2005 at 2:00pm which shall follow the hearing on the appointment of lead counsel for plaintiffs, if necessary.
9. Any objections to this Order shall be filed within 5 days.

SO ORDERED.

Dated: July 6, 2005

s/Avern Cohn
AVERN COHN
UNITED STATES DISTRICT JUDGE

I hereby certify that a copy of the foregoing document was sent to counsel of record on this date, July 6, 2005, by electronic and/or ordinary mail.

s/Julie Owens
Case Manager, (313) 234-5160

EXHIBIT B

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 4/28/05

IN RE MARSH)
ERISA LITIGATION)
THIS DOCUMENT RELATES TO: All)
Actions)
MASTER FILE: 04 cv 8157

RECEIVED
APR 28 2005
JUDGE S. W. KRAMER
CHAMBERS

STIPULATION AND [REDACTED] SCHEDULING ORDER

Lead Plaintiffs, Carol Renzi, Donald Hundley, Conrad Simon, and Kristina Schatz (collectively, "Lead Plaintiffs") and Defendants Marsh & McLennan Companies, Inc., Patricia A. Agnello, Sandra S. Wijnberg, Sandra Wright, William L. Rosoff ("Marsh & McLennan Defendants"), Jeffrey W. Greenberg, and State Street Corporation (collectively, the "Defendants"), by and through their respective counsel, hereby stipulate and agree that:

1. The Marsh & McLennan Defendants and Defendant Greenberg will produce core ERISA documents on or before May 2, 2005: The core ERISA documents include, but are not limited to, "Plan documents and materials that describe the operation, administration, and management of the Plan; documents that identify the Plan fiduciaries and describe the scope of their fiduciary duties; and board or committee minutes and/or resolutions that pertain to the Plan . . . [which] show the appointment or removal of Plan fiduciaries or otherwise demonstrate the fiduciary function of the board or any committee." *See Order dated February 8, 2005.* To the extent that these defendants do not possess any such documents, such party shall so inform the other parties in writing on or before May 2, 2005.
2. Lead Plaintiffs shall file a Consolidated Class Action Complaint (the "Consolidated Complaint") on or before June 15, 2005;
3. Defendants shall answer or otherwise respond to the Consolidated Complaint on or before August 15, 2005.
4. If Defendants move with respect to the Consolidated Complaint, they shall file a consolidated memorandum in support of their motion. In addition to joining the consolidated

memorandum, Defendant Jeffrey W. Greenberg shall be entitled to file a supplemental memorandum, and Defendant State Street shall be entitled to file a separate motion with supporting memorandum. Lead Plaintiffs shall file their oppositions to all Defendants' motions on or before September 30, 2005.

5. All Defendants shall file their replies to Lead Plaintiffs' oppositions on or before November 1, 2005.

6. The Court's page limitation on the parties' filings with regard to Defendants' motion to dismiss shall be modified as follows:

- fifty (50) pages for the Defendants' Memorandum in Support of Their Motion to Dismiss; ten (10) pages for Defendant Jeffrey W. Greenberg's Supplemental Memorandum in Support of Motion to Dismiss; fifty (50) pages for State Street's Memorandum in Support of Its Motion to Dismiss;
- fifty (50) pages for Plaintiffs' Opposition to Defendants' Motion to Dismiss, ten (10) pages for Plaintiffs' Opposition to Defendant Jeffrey W. Greenberg's Supplemental Memorandum in Support of Motion to Dismiss; fifty (50) pages for Plaintiffs' Opposition to State Street's Motion to Dismiss;
- twenty-five (25) pages for Defendants' Reply in Further Support of Their Motions to Dismiss, five (5) pages for Defendant Jeffrey W. Greenberg's Supplemental Reply in Further Support of Defendants' Motion to Dismiss; twenty-five (25) pages for State Street's Reply in Further Support of Its Motions to Dismiss.

7. The parties will further confer and propose to the Court a mutually agreeable schedule for discovery and briefing on issues related to class certification subsequent to the disposition of Defendants' Motion to Dismiss.

Dated: April 27, 2005.

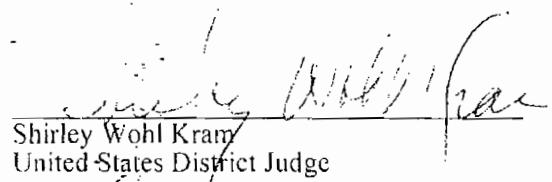
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SO ORDERED:


Shirley Wohl Kram
United States District Judge

Date: May 3, 2005

CERTIFICATE OF SERVICE

I hereby certify that on this date I filed electronically the above Stipulation and [Proposed] Scheduling Order with the Clerk of the U.S. District Court, Southern District of New York, and served true and correct copies on the following counsel of record via email transmission and regular U.S. Mail.

April 27, 2005.

/s/ Leslie Boston
Leslie Boston

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Motions

1:04-cv-08157-SWK Walsh v. Marsh & McLennan Companies, Inc. et al

U.S. District Court**Southern District of New York**

Notice of Electronic Filing

The following transaction was received from Loeser, Derek W. entered on 4/27/2005 at 1:29 PM EDT and filed on 4/27/2005

Case Name: Walsh v. Marsh & McLennan Companies, Inc. et al**Case Number:** 1:04-cv-8157**Filer:** Frank J. Tasco

Norman Barham

Ray J. Groves

Frank J. Borelli

Sandra Wright

Marsh & McLennan Companies, Inc.

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Rita Malavotte

Jim Smietana

Charles Tooley

Document Number: 22**Docket Text:**

MOTION Stipulated/Proposed Scheduling Order re Consolidated Complaint. Document filed by Ray J. Groves, A.J.C. Smith, Peter Coster, John T. Sinnott, Frank J. Tasco, Mathis Cabiallevetta, Charles A. Davis, Marsh & McLennan Companies, Inc. Benefits Administration Committee, Marsh & McLennan Companies, Inc. Stock Investment Plan Committee, Sandra S. Wijnberg, Barbara C. Walsh, Rita Malavotte, Jim Smietana, Charles Tooley, Marsh & McLennan Companies, Inc., J.W. Greenberg, Sandra Wright, William L. Rosoff, Norman Barham, Frank J. Borelli, (Loeser, Derek)

The following document(s) are associated with this transaction:

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1:04-cv-8157 Notice will be electronically mailed to:

Eric James Belli ebelli@murrayfrank.com

Michael Svetkey Feldberg michael.feldberg@newyork.allenover.com,
 todd.fishman@newyork.allenover.com;kurt.vellek@newyork.allenover.com;andrew.matheson@newyork.allenover.com

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Christopher J. Keller ckeller@glrslaw.com, ElectronicCaseFiling@glrslaw.com

Mark C. Rifkin rifkin@whath.com

1:04-cv-8157 Notice will be delivered by other means to:

EXHIBIT C

**LAW OFFICES
OF
CURTIS V. TRINKO, LLP**
16 WEST 46TH STREET
7TH FLOOR
NEW YORK, NEW YORK 10036
TELEPHONE (212) 490-9550

RECEIVED

CLERK'S OFFICE

FAX NO. (212) 986-0158

EMAIL: CTRINKO@TRINKO.COM

March 9, 2004

By Regular Mail

TO ALL COUNSEL ON
ANNEXED SERVICE LIST:

**Re: In re Polaroid ERISA Litigation
Master File No. 03 CV 8335 (WHP)**

Dear Counsel:

Annexed is a copy of Pretrial Order No. 1, as ordered by Judge Pauley on March 5, 2004. There were no judicially-made revisions to the proposed Pretrial Order that we submitted to the Court on March 1, 2004.

As per Paragraph 13 of the aforesaid Pretrial Order No. 1, we will need the various defense firms to confer and appoint a Defendants' Liaison Counsel. As you will note, the Court directed service of documents to be made pursuant to the Manual for Complex Litigation, which is reflected in Paragraph 13. Please let me know as soon as possible the identity of Defendants' Liaison Counsel.

Sincerely,



Curtis V. Trinko

CVT/ld

3/1/08

Cover of file
F-2001

L-14

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

ROBERT CORREIA, on behalf of himself and all other similarly situated and on behalf of the Polaroid Retirement Savings Plan,) Case No. 03 CV 8335 (WHP)

Plaintiff,) *Verbal Order*

v.) No. 1

GARY DICAMILLO, CARL LUEDERS,)
DONALD HALSTED, WILLIAM L.)
FLAHERTY, JUDITH G. BOYNTON, JOHN)
W. LOOSE, ALBIN F. MOSCHNER, RALPH)
Z. SORENSEN, BERNEE D.L. STROM,)
ALFRED M. ZEIEN, MELLON BANK, N.A.)
BOSTON SAFE DEPOSIT AND TRUST)
COMPANY and DOES 1-100,)

Defendants.)

JOHN HUDSON, on behalf of himself and all other similarly situated and on behalf of the Polaroid Retirement Savings Plan,) Case No. 03 CV 8976 (WHP)

Plaintiff,)

v.)

BOSTON SAFE DEPOSIT AND TRUST)
COMPANY, GARY DICAMILLO, WILLIAM)
L. FLAHERTY, JUDITH G. BOYNTON,)
DONALD HALSTED, JOHN W. LOOSE,)
CARL LUEDERS, MELLON BANK, N.A.,)
ALBIN F. MOSCHNER, RALPH Z.)
SORENSEN, BERNEE D.L. STROM,)
ALFRED M. ZEIEN, and DOES 1-100,)

Defendants.)

OTIS D. POWERS and BRADWORD W.) Case No. 04 CV 0282 (WHP)
PIRES, on behalf of themselves and all other)
similarly situated and on behalf of the Polaroid)
Retirement Savings Plan,)
Plaintiffs,)
v.)
GARY DICAMILLO, WILLIAM L.)
FLAHERTY, JOHN W. LOOSE, ALBIN F.)
MOSCHNER, RALPH Z. SORENSEN,)
BERNEE D.L. STROM, ALFRED M. ZEIEN,)
and DOES 1-30,)
Defendants.)

[PROPOSED] PRETRIAL ORDER NO. 1

WHEREAS, the above-referenced actions allege breaches of fiduciary duties in violation of ERISA involving the Polaroid Retirement Savings Plan (the “Plan”), a retirement plan established and sponsored by Polaroid Corporation (“Polaroid” or the “Company”) as a benefit for its employees (collectively, the “ERISA actions”), and such actions involve common questions of law and fact;

WHEREAS, formal consolidation of the ERISA actions for pretrial purposes and appointment of Liaison Counsel and Co-Lead Counsel is appropriate as consistent with the recommendations of the *Manual for Complex Litigation –Fourth* (2003);

WHEREFORE, the Court hereby Orders as follows:

I. CONSOLIDATION OF RELATED ACTIONS

1. a). Certain Defendants are not willing to stipulate at this time to consolidation of the actions for trial, but have stipulated to consolidation for pretrial purposes only. Therefore, at this time the above-captioned ERISA actions and any action arising out of the same operative facts now pending or hereafter filed in or transferred to this Court are hereby consolidated for pretrial purposes only ("Consolidated Action"). They shall be referred to collectively as *In re Polaroid ERISA Litigation*, Master File No. 03 CV 8335 (WHP). This order does not constitute a determination as to whether or not these actions should be consolidated for trial pursuant to Fed. R. Civ. P. 42(a), although the Court will determine later in these proceedings whether such consolidation would be appropriate.

II. CAPTION OF CASES

2. Every pleading filed in the Consolidated Action shall bear the following caption:

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE POLAROID ERISA)	
LITIGATION)	MASTER FILE: 03 CV 8335 (WHP)
)		
THIS DOCUMENT RELATES TO:)	
)		
)		

3. When a pleading or other court paper filed in the Consolidated Action is intended to apply to all actions therein, the words "All Actions" shall appear immediately after the words "THIS DOCUMENT RELATES TO:" in the caption set out above. When a pleading or other court paper is intended to be applicable to less than all such actions, the party filing the document shall indicate, immediately after the words "THIS DOCUMENT RELATES TO:" the action(s) to which the document is intended to be applicable by last name of the plaintiff(s) and the docket number(s).

III. MASTER DOCKET

4. A Master Docket is hereby established for the Consolidated Action, including actions subsequently consolidated herein pursuant to this Order. Entries in said Master Docket shall be applicable to the Consolidated Action, and entries shall be made therein in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order.

5. When a pleading is filed and the caption, pursuant to this Order, shows that it is applicable to "All Actions," the Clerk shall file such pleading in the Master File and note such filing in the Master Docket. No further copies need be filed nor other docket entries made.

6. When a paper is filed and the caption shows that it is applicable to fewer than All Actions, the Clerk shall file the original of the paper in the Master File and a copy in the file of each separate action to which it applies and shall note such filing in the Master Docket and in the docket of each separate action. The party filing such paper shall supply the Clerk with sufficient copies of any such paper to permit compliance with this paragraph.

IV. MASTER FILE AND SEPARATE ACTION FILES

7. A Master File is hereby established for the consolidated proceedings in the Consolidated Action. The Master File shall be Civil Action No. 03 CV 8335 (WHP). The original of this Order shall be filed by the Clerk in the Master File herein established. The Clerk shall maintain a separate file for each of the Consolidated Actions and filings shall be made in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order. The Clerk shall file a copy of this Order in each such separate file. The Clerk shall mail a copy of this Order to counsel of record in each of the Consolidated Actions.

V. NEWLY FILED OR TRANSFERRED ACTIONS

8. When a case that arises out of the same operative facts as the Consolidated Action is hereinafter filed in or transferred to this Court, it shall be consolidated with these actions as provided in Section I above and thereafter, the Clerk of this Court shall:

- (a) File a copy of this Order in the separate file for such action;
- (b) Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed or transferred case; and
- (c) Make the appropriate entry in the Master Docket.

9. The Law Offices of Curtis V. Trinko, LLP shall assist the Clerk by calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of this litigation.

VI. APPLICATION OF THIS ORDER TO SUBSEQUENT CASES

10. This Order shall apply to each proposed class action assigned to the undersigned alleging claims similar to those set forth in these actions and brought on behalf of participants in or beneficiaries of the Polaroid Retirement Savings Plan. This Order shall apply to each such case which is subsequently filed in or transferred to this Court, and which is assigned to the undersigned, unless a party objecting to the consolidation of that case or to any other provision of this Order serves an application for relief from this Order or from any of its provisions within ten (10) days after the date on which the Clerk mails a copy of this Order to the counsel of that party. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

11. Unless a plaintiff in a subsequently filed or transferred case is permitted by the Court to use a separate complaint, defendants shall not be required to answer, plead or otherwise move with respect to that complaint. If a plaintiff in any such case is permitted to use a separate complaint, each defendant shall have sixty days from the date the Court grants such permission within which to answer, plead or otherwise move with respect to that complaint.

VII. ORGANIZATION OF COUNSEL.

12. The Court designates the following to act as Co-Lead Counsel and as Liaison Counsel for plaintiffs in the Consolidated Action, with the responsibilities hereinafter described:

a. As Co-Lead Counsel for Plaintiffs

Keller Rohrback L.L.P.
1201 Third Avenue, Suite 3200
Seattle, Washington 98101
Telephone: (206) 623-1900
Facsimile: (206) 623-3384

Schiffrin & Barroway, L.L.P.
Three Bala Plaza East, Suite 400
Bala Cynwyd, PA 190004
Telephone: (610) 667-7706
Facsimile: (610) 667-7056

b. As Liaison Counsel

Laws Offices of Curtis V. Trinko, L.L.P.
16 West 46th Street, 7th Floor
New York, NY 10036
Telephone: (212) 490-9550
Facsimile: (212) 986-0158

13. Liaison Counsel in the Consolidated Action is charged with administrative matters such as receiving and distributing pleadings, notices, orders, motions and briefs, and advising parties of developments in the case.

a). The service of documents will be made pursuant to the *Manuel for Complex Litigation – Fourth (2003)*.

1. Orders. A copy of each order will be provided to Plaintiffs' Liaison Counsel and Defendants' Liaison Counsel for distribution as appropriate to other counsel and parties.
2. Pleadings, Motions, and Other Documents. Plaintiffs' Liaison Counsel will be provided with four (4) copies of each pleading, motion, or other document filed by a party; Defendants' Liaison Counsel will be provided with six (6) copies of each such document. Pursuant to Fed. R. Civ. P. 5, service on liaison counsel constitutes service on other attorneys and parties for whom liaison counsel is acting. Such service shall be deemed effective seven days after service on liaison counsel.

14. Co-Lead Counsel shall have authority over the following matters on behalf of all plaintiffs in those respective actions: (a) convening meetings of counsel; (b) initiating, responding to, scheduling, briefing, and arguing of all motions; (c) determining the scope, order, and conduct of all discovery proceedings; (d) assigning such work assignments to other counsel

as they may deem appropriate; (c) retaining plaintiffs' experts; (f) proposing selection of Named Plaintiffs for inclusion in any and all Consolidated Amended Complaint(s); (g) designating which attorneys may appear at hearings and conferences with the Court; (h) conducting settlement negotiations with defendants; and (i) other matters concerning the prosecution of or resolution of their respective cases.

15. Co-Lead Counsel shall have authority to communicate with defendants' counsel and the Court on behalf of all plaintiffs. Defendants' counsel may rely on all agreements made with any one of the Co-Lead Counsel, and such agreements shall be binding.

VIII. COORDINATION

16. Co-Lead Counsel shall coordinate activities to avoid duplication and inefficiency in the filing, serving and/or implementation of pleadings, other court papers, discovery papers, and discovery practice.

IX. SCOPE OF ORDER

17. The terms of this Order shall not have the effect of making any person, firm or entity a party to any action in which he, she or it has not been named, served or added as such in accordance with the Federal Rules of Civil Procedure. The terms of this Order and the consolidation ordered herein shall not constitute a waiver by any party of any claims in or defenses to any action.

X. PRELIMINARY SCHEDULE OF PROCEEDINGS

18. Each party who has not already done so shall make available for inspection and copying all Plan-related documents in their possession on or before March 15, 2004: such production shall include those documents under which the Plan is established or operated, and shall also include all Board Minutes and/or Resolutions concerning the appointment, duties and responsibilities of Plan fiduciaries during the Class Period. Such Board Minutes and Resolutions

can be redacted for any non-fiduciary matters.]. To the extent any party does not possess any such documents, such party shall so inform the other parties in writing on or before March 15, 2004.

19. When a production is made, the producing party shall notify all other parties of the production, and make copies of the production available to requesting parties at the requesting parties' reasonable expense for copying and delivery.

20. Subject to the Court's approval, Plaintiffs will not seek other discovery from Defendants without leave of Court and for good cause shown until after motions to dismiss filed by the Defendants per the schedule set forth below are resolved by the Court.

21. All parties shall be notified of any third-party production of documents, which also shall be made available to any party requesting copies of such documents at the requesting parties' expense for copying and delivery.

22. Plaintiffs shall file a Consolidated ERISA complaint on or before April 15, 2004. The consolidated complaint shall be the operative complaint and shall supersede all complaints filed in any of the actions consolidated herein. Pending filing and service of the consolidated complaint, defendants shall have no obligation to move, answer, or otherwise respond to any of the complaints in the actions consolidated herein or any actions subsequently consolidated with them.

23. Defendants shall answer or otherwise respond to the Consolidated ERISA Complaint on or before June 1, 2004. If the Defendants move to dismiss they should do so in a single consolidated motion and memorandum. Plaintiffs shall serve their opposition to any motions brought by Defendants on or before July 12, 2004, and Defendants shall serve their single, consolidated reply, if any, on or before July 26, 2004.

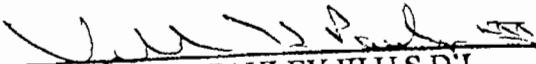
a). The Court's page limitations on the parties' filings with regard to Defendants' motions to dismiss shall be extended to fifty (50) pages for the Defendants' Consolidated Memorandum In Support Of Their Motions To Dismiss; fifty (50)

pages for Plaintiffs' Memorandum In Opposition To Defendants' Motions To Dismiss; and twenty-five (25) pages for Defendants' Consolidated Reply In Further Support Of Their Motions To Dismiss.

b). Oral Argument with regard to Defendants' Motions to Dismiss is scheduled for 11:00 A.M. on September 17, 2004 in Courtroom 11D, 500 Pearl Street, New York, New York. The court has scheduled one and one-half (1 ½) hours for this oral argument.

24. The parties will further confer and propose to the Court a mutually agreeable schedule for discovery and briefing on issues related to class certification subsequent to the disposition of Defendants' Motions To Dismiss.

SO ORDERED: 3/5/04


WILLIAM H. PAULEY III U.S.D.J.

SERVICE LIST
IN RE POLAROID ERISA LITIGATION

PLAINTIFFS:

Joseph H. Meltzer, Esq.
Schiffrin & Barroway, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, Pennsylvania 19004

Proposed Lead Counsel For Plaintiffs and the Class

Lynn Lincoln Sarko, Esq.
Derek W. Loeser, Esq.
Cari Campen Laufenberg, Esq.
Keller Rohrback, LLP
1201 Third Avenue, Suite 3200
Seattle, Washington 98101-3052

Proposed Co-Lead Counsel For Plaintiffs and the Class

Evan J. Smith, Esq.
Brodsky & Smith, LLC
240 Mineola Boulevard
Mineola, New York 11501

Assisting Counsel For Plaintiffs and the Class

DEFENDANTS:

Emily Frug Klineman, Esq.
Ropes & Gray
One International Place
Boston, Massachusetts 02110-2624

Attorney for Defendant Gary DiCamillo

Karen McCarthy, Esq.
McCarthy & Gordon, LLC
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Attorney for Defendant Carl Lueders

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**Attorney for Defendants John W. Loose, Albin F. Moshner,
Ralph Z. Sorenson, Bernee D. L. Strom, and Alfred M. Zein**

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Attorney for Defendant Judith Boynton

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Gordon Haley LLP
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Attorney for Defendant Merganser Capital Management Corporation

Christa D. Haas, Esq.
Edward A. Scallet, Esq
Groom Law Group
1701 Pennsylvania Avenue, N.W.
Washington, DC 20006-5881

**Attorney for Defendants Mellon Bank, N.A. and
Boston Safe Deposit and Trust Company**

EXHIBIT D

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

THEODORE NOWAK and GARY)	
BROCKWAY, Individually and On Behalf)	
of All Others Similarly Situated,)	
)	
Plaintiffs,)	Consolidated Cases
)	Master Case No. 06-cv-11718
vs.)	
)	
FORD MOTOR COMPANY, MICKEY)	Honorable Paul V. Gadola
POLI-BARTLETT, WILLIAM CLAY)	Magistrate Steven D. Pepe
FORD, JR., JOSEPH W. LAYMON,)	
DONAT R. LECLAIR, DAVID G.)	
LEITCH, ROMAN J. KRYGIER, and)	
JOHN DOES 1-20.)	
Defendants.)	

STIPULATED SCHEDULING ORDER

Lead Plaintiffs Mark Ousachi and David Cooper and Defendants, by and through their respective counsel, hereby stipulate and agree that:

1. On or before March 28, 2007, Defendants will produce the Plan Documents for the Ford Motor Company Savings and Stock Investment Plans for Salaried Employees and the Ford Motor Company Tax-Efficient Savings Plans for Hourly Employees (collectively, the "Plans") applicable from April 15, 2000 to the present, excluding those documents already produced pursuant to ERISA § 104(b)(4). In addition, Defendants will produce current Investment Guides for the Plans, the Plans' current Investment Policy Guidelines, and the Plans' Summary of Material Modifications that were published subsequent to the ERISA § 104(b)(4) production. Furthermore, Defendants will provide a list of individuals who served on the Investment Process Committee, the Investment Process Oversight Committee, and the Administration Committee, as well as the persons who appointed those individuals to the committees. Defendants also will provide the identity of any Ford Stock Manager, as defined in the Plans. This list will cover the time period from April 15, 2000 to the present. In lieu of the above referenced list, Defendants

may produce Plan Documents and information from which all of the same information can readily be determined by Plaintiffs.

2. Lead Plaintiffs shall file a Consolidated Class Action Complaint (the "Consolidated Complaint") on or before April 30, 2007;

3. Defendants shall answer or otherwise respond to the Consolidated Complaint on or before June 29, 2007;

4. If Defendants move to dismiss the Consolidated Complaint, they shall do so in a single consolidated pleading not to exceed 40 pages; Lead Plaintiffs shall file a single opposition to Defendants' motion not to exceed 40 pages on or before August 14, 2007;

5. Defendants shall file a single consolidated reply to Lead Plaintiffs' opposition not to exceed 20 pages on or before September 14, 2007;

6. The parties will further confer and propose to the Court a mutually agreeable schedule for discovery and briefing on issues related to class certification depending on the disposition of Defendants' Motion to Dismiss.

/s/ Stephen Wasinger

Stephen Wasinger (P-25963)
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Royal Oak, MI 48073-0999
Telephone: (248) 554-6306
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Liaison Counsel for Plaintiffs

KELLER ROHRBACK L.L.P.By: /s/ Lynn L. Sarko

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**SCHIFFRIN BARROWAY TOPAZ
& KESSLER, LLP**By: /s/ Joseph H. Meltzer

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Co-Lead Counsel for PlaintiffsBy: /s/ Gary S. Tell

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By: /s/ Kathleen A. Lang

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klang@dickinsonwright.com
mczapski@dickinsonwright.com

Attorneys for Defendants**Attorneys for Defendants**

IT IS SO ORDERED.

s/Paul V. Gadola

Honorable Paul V. Gadola

United States District Court Judge

Dated: March 27, 2007